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Jinxin Fertility Group Limited

錦欣生殖醫療集團有限公司*

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1951)

**MAJOR TRANSACTION
THE PROPOSED ISSUANCE OF ABS
AND THE EQUITY TRANSFER AGREEMENT**

THE PROPOSED ISSUANCE OF ABS

The Company proposes to launch the ABS Program, which expects to issue ABS for quotation and transfer on the SSE, subject to the approval by the SSE, for the purpose of securitizing the Underlying Assets held by Hengyu, an indirect wholly-owned subsidiary of the Company, and raising funds for the operation and development of the business of the Group. The Company and the Project Manager have made an application to the SSE in respect of the ABS Program. The Company will appoint the Project Manager as project manager of the ABS Program.

THE EQUITY TRANSFER AGREEMENT

For the purpose of the proposed issuance of ABS, Sanya Jinshu, an indirect wholly-owned subsidiary of the Company, as vendor, the Project Manager as project manager and acting on behalf of the ABS Program as purchaser and Hengyu as target company, propose to enter into the Equity Transfer Agreement, pursuant to which Sanya Jinshu will conditionally agree to transfer the entire equity interests in Hengyu to the ABS Program to be managed by the Project Manager in accordance with the terms and conditions thereof.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.08 of the Listing Rules, as the highest applicable percentage ratio in respect of the proposed transactions contemplated under the Equity Transfer Agreement may exceed 25% but be less than 75%, the proposed transactions contemplated under the Equity Transfer Agreement may constitute a major transaction for the Company and shall be subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, none of the Shareholders is materially interested in the Equity Transfer Agreement and the transactions contemplated thereunder. As such, no Shareholder is required to abstain from voting at the EGM to be convened by the Company to approve the Equity Transfer Agreement and the transactions contemplated thereunder.

A circular containing, among other things, details of the proposed issuance of ABS, the Equity Transfer Agreement and the transactions contemplated thereunder, is expected to be dispatched to the Shareholders by end of October 2026, as additional time is required to prepare and finalize the information to be contained in the circular.

THE PROPOSED ISSUANCE OF ABS

The Company proposes to launch the ABS Program, which expects to issue ABS for quotation and transfer on the SSE, subject to the approval by the SSE, for the purpose of securitizing the Underlying Assets held by Hengyu, an indirect wholly-owned subsidiary of the Company, and raising funds for the operation and development of the business of the Group. The Company and the Project Manager have made an application to the SSE in respect of the ABS Program. The Company will appoint the Project Manager as project manager of the ABS Program. The details of the ABS Program (including the terms and conditions of the agreements contemplated thereunder) are subject to the final approval by the SSE.

For the purpose of the proposed issuance of ABS, Sanya Jinshu, an indirect wholly-owned subsidiary of the Company, as vendor, the Project Manager as project manager and acting on behalf of the ABS Program as purchaser and Hengyu as target company, propose to enter into the Equity Transfer Agreement.

Under the current proposed structure of the ABS Program, there will be one class of ABS. Among ABS to be issued (which may be in tranches from time to time), approximately 80% of ABS are expected to be issued to and subscribed by the Professional Institutional Investors, and approximately 20% of ABS are expected to be issued to and subscribed by the original interest owner, being the Company or its designated entities. Distributions to the holders of ABS will be made quarterly. The distribution to the holders of ABS under the ABS Program will be primarily financed by the income of the ABS Program, being the rental fees from the Property. The holders of ABS (other than the portion to be subscribed by the Group) will be determined by the Project Manager and the Company through bookbuilding or agreement, which has not yet been completed.

The aggregate issuance size of ABS to be issued is expected to be approximately RMB1,930 million, which is estimated with reference to, among others, the value of the Underlying Assets proposed to be included in the ABS Program.

It is proposed that the ABS Program shall have an initial term of five years, upon the expiry of which the Company shall have the right, but not an obligation, to repurchase all ABS (other than those ABS held by itself), subject to compliance with all applicable laws and regulations and the definitive terms to be agreed for the ABS Program. The maximum term of the ABS Program shall be no longer than the remaining land tenure of the Property (i.e. up to December 9, 2068).

THE EQUITY TRANSFER AGREEMENT

For the proposed establishment of the ABS Program, (i) Sanya Jinshu, an indirect wholly-owned subsidiary of the Company, as vendor, (ii) the Project Manager, as project manager and acting on behalf of the ABS Program as purchaser, and (iii) Hengyu, as target company, will enter into the Equity Transfer Agreement, pursuant to which Sanya Jinshu will conditionally agree to sell and transfer the entire equity interests in Hengyu to the Project Manager for and on behalf of the ABS Program in accordance with the terms and conditions thereof.

The principal terms currently proposed for the Equity Transfer Agreement are summarized as follows:

Date

The Equity Transfer Agreement will be executed by the parties, subject to the approval by the Shareholders at the EGM.

Parties

- (i) Sanya Jinshu, as vendor
- (ii) the Project Manager, as project manager and acting on behalf of the ABS Program, as purchaser
- (iii) Hengyu, as target company

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Project Manager proposed to be appointed and its respective ultimate beneficial owners are Independent Third Parties.

Subject Matter

Pursuant to the Equity Transfer Agreement, Sanya Jinshu shall sell and transfer the entire equity interest in Hengyu to the Project Manager for and on behalf of the ABS Program.

Consideration and Payment Terms

The total consideration payable by the Project Manager is expected to be not more than the proposed issuance size of the ABS Program (i.e., approximately RMB1,930 million) (the "**Consideration**"), subject to any adjustments to be determined based on the completion audit to be conducted as at the

Audit Reference Date and confirmed by parties in writing. The payment arrangements for the Consideration will be determined based on the final terms of the Equity Transfer Agreement, which will be subject to the approval of the SSE.

Basis of the Consideration

The Consideration is expected to be not more than the proposed issuance size of the ABS Program (i.e., approximately RMB1,930 million) and was determined after arm's length negotiations between parties on normal commercial terms after taking into consideration, among other things, (i) the preliminary appraised value of the Property in the sum of approximately RMB1,895 million as at April 30, 2026, according to the valuation report prepared by an independent professional valuer, which is subject to the final valuation report to be issued; and (ii) the value of the other Underlying Assets, including the equity value of Hengyu and the indebtedness to be repaid by Hengyu in connection with the ABS Program.

Completion

Completion shall take place on the day on which the registration of the transfer of entire equity interest in Hengyu is completed with the Shenzhen Administration for Market Regulation and the Project Manager is registered as holder of the entire equity interest in Hengyu. Subject to the terms and conditions of the Equity Transfer Agreement, the Project Manager shall assume all rights, interests, benefits, risks and obligations attached to the entire equity interest in Hengyu with effect from the date of Completion.

THE UNDERLYING ASSETS OF THE ABS PROGRAM

It is contemplated that upon Completion and the establishment of the ABS Program, the underlying assets of ABS will consist of (i) the entire equity interest in Hengyu and any shareholder loan(s) owed by Hengyu to the ABS Program; and (ii) the Property, which is wholly-owned by Hengyu.

OTHER ANCILLARY AGREEMENTS

It is currently contemplated that, following approval of the ABS Program by the SSE and upon Completion, the relevant parties will enter into such ancillary documents as may be necessary for the implementation of the ABS Program.

FINANCIAL EFFECT AND USE OF PROCEEDS FROM THE PROPOSED ISSUANCE OF ABS

Upon completion of the Equity Transfer Agreement, Hengyu will cease to be a subsidiary of the Company and accordingly, its financial results, assets and liabilities will cease to be consolidated into the accounts of the Group. This will enable the Group to unlock the value of its investment and optimize the allocation of its capital, while retaining continuing economic participation in Hengyu through the Company's indirect minority interest under the ABS Program.

The net proceeds from the proposed issuance of ABS will be used for the repayment of the Group's indebtedness and the Group's general working capital purposes and raising funds for the operation and development of its business including, but not limited to, the continued development of its core medical network, full-cycle patient management system and clinical and digital capabilities.

Based on the Company's preliminary assessment, the proposed issuance of ABS is expected to deliver significant financial and strategic benefits to the Group. In particular, the Group is expected to receive net proceeds of approximately RMB1,200 million, after taking into account the Group's proposed subscription of approximately 20% of ABS and other transaction arrangements, which remain subject to approval by the SSE. Based on the Group's financial position as at June 30, 2026, the proposed issuance is expected to significantly strengthen the Group's capital structure, with its net debt-to-EBITDA ratio decreasing from approximately 2.8 times to approximately 0.9 times, thereby enhancing the Group's financial flexibility and capacity to support its future business development.

Notwithstanding the financial and strategic benefits to the Group from the proposed issuance of ABS, based on the assumption that the Consideration under the Equity Transfer Agreement is RMB1,930 million, the Company may recognize, in accordance with applicable accounting principles, an unaudited one-off non-cash accounting loss of approximately RMB121.5 million on a consolidated basis. Such estimated loss primarily reflects the difference between the accounting value of the Consideration and book value of the relevant assets, after taking into account the discounting effect on the payment arrangements under the Equity Transfer Agreement and the capitalized interest attributable to the Property that forms part of the book value of the relevant assets. It is determined by comparing the accounting value of the Consideration with the unaudited carrying value of the Underlying Assets of approximately RMB1,997 million as at June 30, 2026. As the estimated accounting loss merely reflects accounting adjustments associated with the final transaction terms and payment arrangements under the Equity Transfer Agreement, which remain subject to approval of SSE, and the capitalized interest attributable to the Property, it is non-cash in nature, does not reduce the substantial cash proceeds expected to be received by the Group under the ABS Program and is not expected to affect the commercial benefits of the proposed issuance of ABS. To the extent that any accounting loss arises from the discounting effect of the final payment arrangements, such accounting impact is expected to be progressively reversed over the relevant settlement period.

Shareholders should note that the above financial effect is based on the Company's preliminary assessment and is subject to further audit and review. The actual gain or loss to be recognized in the Group's consolidated financial statements may differ from the amount disclosed above.

REASONS FOR AND BENEFITS OF THE PROPOSED ABS PROGRAM

The Company believes that the ABS Program will deliver significant financial and strategic benefits to the Group. In particular, it will enable the Group to realize the value of the Property and enhance the liquidity of its asset base, thereby strengthening its liquidity position, reducing leverage and facilitating more efficient capital deployment. The ABS Program will also diversify the Group's financing channels and enhance the ability of the relevant business and other related properties to maintain ongoing access to the PRC capital markets.

Through the ABS Program, the Group will be able to unlock the value of the Property and release substantial financial resources for strategic deployment towards its core business. This is expected to enhance the efficiency and productivity of the Group's capital allocation and support the continued expansion and enhancement of its business operations. At the same time, the Group will retain an interest in the ABS Program, enabling it to continue participating in the future returns generated by the Underlying Assets and to benefit from their potential value appreciation. Further, the ABS Program is aligned with the PRC's policy framework encouraging the revitalization of existing assets and the optimization of resource allocation. Upon the establishment of the ABS Program, the expected significant reduction in the Group's net debt-to-EBITDA ratio will materially strengthen its capital structure, enhance its financial resilience and flexibility, and provide a more robust foundation for the Group's sustainable long-term growth.

In light of the aforesaid, the Directors are of the view that the terms of the ABS Program, the Equity Transfer Agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE GROUP

The Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1951). The Group is principally engaged in the provision of (i) assisted reproductive and related services; (ii) management services; (iii) women health related services and others; and (iv) obstetrics and related medical services.

Hengyu

Hengyu is a company established in the PRC and is principally engaged in real estate development and operations. As at the Latest Practicable Date, Hengyu is wholly owned by Sanya Jinshu, which is indirectly wholly owned by Sichuan Jinxin Fertility, which is in turn an indirect wholly-owned subsidiary of the Company.

A summary of the audited financial information of Hengyu for the two financial years ended December 31, 2024 and 2025, and unaudited financial information of Hengyu for the six months ended June 30, 2026 is set out below:

	For the year ended December 31,		For the six
	2024	2025	months ended
	(RMB'000)	(RMB'000)	June 30, 2026
	<i>Approximately</i>	<i>Approximately</i>	<i>Approximately</i>
Revenue	—	—	25,586
Loss before taxation	(4)	(390)	(2,656)

	For the year ended December 31,		For the six
	2024	2025	months ended
	<i>(RMB'000)</i>	<i>(RMB'000)</i>	June 30, 2026
	<i>Approximately</i>	<i>Approximately</i>	<i>Approximately</i>
Loss after taxation	(164)	(298)	(2,656)

According to the audited financial information of Hengyu for the year ended December 31, 2025, the net asset value of Hengyu as at December 31, 2025 was approximately RMB66.5 million.

As at the date of this announcement, Hengyu is the sole registered and legal owner of the Property, which is primarily used for the provision of medical services by Shenzhen Zhongshan Hospital. Shenzhen Zhongshan Hospital was established in May 2004 and is a for-profit specialty hospital focused on the provision of fertility and relevant medical services, particularly to patients of the Greater Bay Area. As at the Latest Practicable Date, Shenzhen Zhongshan Hospital is an indirect subsidiary of the Company, with 70% equity interest held by Sichuan Jinxin Fertility and 29.9% equity interest controlled through the Contractual Arrangements.

Since early 2022, Shenzhen Zhongshan Hospital had been operating nearly at its full capacity. In order to position Shenzhen Zhongshan Hospital to capture the anticipated growth and increasing demand for assisted reproductive services in Shenzhen and within the Greater Bay Area in the future due to the expected increase in population and demand in the region, the Group acquired the Property in 2022 to provide Shenzhen Zhongshan Hospital with increased floor space in order to expand its scale of services and offer a more diversified range of services to its patients. Following completion of fit-out works of the Property in December 2025, Shenzhen Zhongshan Hospital began relocating to the Property in the same month. The relocation was completed in February 2026, and Shenzhen Zhongshan Hospital officially commenced trial operations at the Property thereafter.

INFORMATION OF THE PROPERTY

The table below sets outs certain key particulars of the Property as at the date of this announcement:

Address	B5-B1, 1-2, 4-8, 10-18, 20-21, 25-27, Jinyun Building, Meilin Subdistrict, Futian District, Shenzhen (深圳市福田区梅林街道锦运大厦B5-B1,1-2,4-8,10-18,20-21,25-27)
Site area	7,624.69 sq.m.
Gross floor area	78,170.34 sq.m.
Leasable area ^(note)	38,658.83 sq.m.

Government lease expiry	December 9, 2068
Occupancy rate ^(note)	100%
Land Use	M0 New Industrial Land (新型產業用地)
Lease	The Property is subject to a lease agreement dated November 1, 2025 and a supplemental lease agreement dated September 28, 2026 entered into between Hengyu (as lessor) and Shenzhen Zhongshan Hospital (as lessee) for a term expiring December 31, 2045.

Note: Based on the area specified in the property ownership certificate.

INFORMATION OF THE PROJECT MANAGER

Based on the current arrangement, the Company proposed to appoint a qualified financial institution in the PRC, which shall be an Independent Third Party, to serve as project manager of the ABS Program.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.08 of the Listing Rules, as the highest applicable percentage ratio in respect of the proposed transactions contemplated under the Equity Transfer Agreement may exceed 25% but be less than 75%, the proposed transactions contemplated under the Equity Transfer Agreement may constitute a major transaction for the Company and shall be subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, none of the Shareholders is materially interested in the Equity Transfer Agreement and the transactions contemplated thereunder. As such, no Shareholder is required to abstain from voting at the EGM to be convened by the Company to approve the Equity Transfer Agreement and the transactions contemplated thereunder.

A circular containing, among other things, details of the ABS Program, the Equity Transfer Agreement and the transactions contemplated thereunder, is expected to be dispatched to the Shareholders by the end of October 2026, as additional time is required to prepare and finalize the information to be contained in the circular.

Shareholders and potential investors of the Company are advised not to rely solely on the information contained herein and should exercise caution when dealing in the securities of the Company. When in doubt, the Shareholders and potential investors of the Company are advised to seek professional advice from their own professional or financial advisers.

DEFINITIONS

“ABS”	one class of asset-backed securities to be issued under the ABS Program based on the Underlying Assets in the expected aggregate amount of approximately RMB1,930 million
“ABS Program”	an asset-backed special program to be established and managed by the Project Manager in relation to the issuance of ABS based on the Underlying Assets
“Audit Reference Date”	the reference date adopted for the completion audit of Hengyu under the Equity Transfer Agreement
“Board”	the board of directors of the Company
“Company”	Jinxin Fertility Group Limited (錦欣生殖醫療集團有限公司*), an exempted company established in the Cayman Islands with limited liability on May 3, 2018
“Contractual Arrangements”	a series of contractual arrangements to be entered into by, among Sichuan Jinxin Fertility, the two individual shareholders of Jinrun Fude, namely, Ms. Yan Xiaoqing and Ms. Zhu Yujuan, Jinrun Fude and Shenzhen Zhongshan Hospital, details of which are detailed in the announcements of the Company dated January 27, 2022 and August 26, 2022
“Completion”	completion of the transfer of the entire equity interest in Hengyu pursuant to the terms and conditions under the Equity Transfer Agreement
“Director(s)”	the director(s) of the Company, including all executive, non-executive and independent non-executive directors
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and if thought fit, approving the ABS Program and the transactions contemplated thereunder
“Equity Transfer Agreement”	the equity transfer agreement proposed to be entered into between Sanya Jinshu as vendor, the Project Manager (acting on behalf of the ABS Program) as purchaser and Hengyu as target company, as may be amended and supplemented, pursuant to which Sanya Jinshu will conditionally agree to transfer the entire equity interest in Hengyu to the Project Manager for the purpose of the ABS Program

“Group”	the Company and its subsidiaries from time to time
“Hengyu”	Shenzhen Hengyu Lianxiang Investment Development Co., Ltd.* (深圳市恒裕聯翔投資發展有限公司), a company established under the laws of the PRC with limited liability on June 30, 2014, an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company or its connected persons (as defined in the Listing Rules)
“Jinrun Fude”	Chengdu Jinrun Fude Medical Management Company Limited (成都錦潤福德醫療管理有限公司), a limited liability company established under the laws of the PRC with limited liability on May 9, 2018, the Group’s subsidiary by virtue of contractual arrangements
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“PRC”	the People’s Republic of China, but for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Professional Institutional Investors”	the professional institutional investors who fulfil the relevant professional requirements and criteria and who will subscribe ABS under the ABS Program
“Project Manager”	the project manager of the ABS Program, which shall be a qualified financial institution established in the PRC and an Independent Third Party
“RMB”	Renminbi, the lawful currency of the PRC
“Sanya Jinshu”	Hainan Sanya Jinshu Enterprise Management Co., Ltd.* (海南三亞錦舒企業管理有限公司), a company established under the laws of the PRC with limited liability on November 23, 2021, an indirect wholly-owned subsidiary of the Company

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of US\$0.00001 each, which include treasury Share(s), if any (for the avoidance of doubt, the holders of treasury Shares have no voting rights at the general meeting(s) of the Company)
“Shenzhen Zhongshan Hospital”	Shenzhen Zhongshan Obstetrics and Gynecology Hospital* (深圳中山婦產醫院), previously known as Shenzhen Zhongshan Urological Hospital (深圳市中山泌尿外科醫院), a company established in Shenzhen, PRC with limited liability on May 18, 2004, the Group’s indirect subsidiary that is a for-profit specialty hospital
“Sichuan Jinxin Fertility”	Sichuan Jinxin Reproductive Medical Investment Management Co., Ltd.* (四川錦欣生殖醫療投資管理有限公司), previously known as Chengdu Jinde Corporate Management Company Limited* (成都錦德企業管理有限公司), a company established under the laws of the PRC with limited liability on September 12, 2016, an indirect wholly-owned subsidiary of the Company
“SSE”	The Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Underlying Assets”	comprising amongst others, primarily of the Property, together with the entire equity interest in Hengyu and the indebtedness to be repaid by Hengyu in connection with the ABS Program
“%”	per cent.

By order of the Board
Jinxin Fertility Group Limited
Dong Yang
Chief Executive Officer,
Acting Chief Financial Officer
and Executive Director

Hong Kong, September 29, 2026

As at the date of this announcement, the Board comprises Mr. Dong Yang, Dr. Lyu Rong and Dr. Geng Lihong, as executive Directors; Mr. Zhong Yong, as Chairman and non-executive Director, and Ms. Hu Zhe, Ms. Yan Xiaoqing and Mr. Chen Shuyun, as non-executive Directors; and Dr. Chong Yat Keung, Dr. Li Jianwei, Mr. Wang Xiaobo and Mr. Ye Changqing, as independent non-executive Directors.

** For identification purposes only*